Walt Disney Records
THE LEGACY COLLECTION
MARY POPPINS
MUSIC AND LYRICS BY RICHARD M. SHERMAN AND ROBERT B. SHERMAN
ADAPTED AND CONDUCTED BY IRWIN KOSTAL
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Originally introduced to

Mary Poppins by his daughter, Diane, in the 1940's, Walt Disney instantly saw the potential of this magical nanny long before the studio even attempted a live-action feature. For years, Walt tried to get the film rights to produce *Mary Poppins* from author P.L. Travers – but to no avail. As the years passed, Walt never forgot the story of this magical nanny and was sure that someday, it would come to fruition.

By 1958, Walt had already established himself a major player in the entertainment industry not only in animated film, live-action film, and television, but also with the grand experiment of Disneyland.His fledgling record label (Disneyland/Buena Vista Records) was looking to debut their first artist – Annette Funicello. When this former Mouseketeer sang "How Will I Know My Love?" on an episode of *The Adventures* of *Spin and Marty*, The Disney Studio was inundated with requests for the record.

Annette was so popular that Jimmy Johnson, head of Disneyland/Buena Vista Records, was charged with finding some contemporary material for her to sing. One day, Moe Preskell, a records employee based in New York, was driving across the Washington Bridge when he heard a song that would be perfect for Annette – "Tall Paul." Once he discovered who the songwriters were, he called back to California and told Tutti Camarata. Salvador "Tutti" Camarata was the label's first A&R Director and legend in his own right. Tutti immediately contacted Richard and Robert Sherman.

As well as using "Tall Paul," the brothers were commissioned to write several additional Rock and Roll Songs for the young starlet.

In July 1960 the brothers were invited to The Disney Studio to demonstrate a song that Annette was to perform in a film called *The Horsemasters*. Jimmy Johnson explained how important this new song was, and offered a bit of advice as he told the pair to remember that Walt didn't like to be called "Mr. Disney." It turned out that this wasn't going to be a meeting with a film executive or director – they were to demonstrate their song to Walt Disney himself.

As they entered his office, Walt instantly put them at ease and then expressively began telling the two a story about twins with divorced parents who conspire to get their parents back together. In Walt's legendary storytelling style, he acted out every nuance of the story. But the two brothers were shaken. This was not the movie they had written the song for. Then one of the brothers nervously told Walt that the film he just described was not what they had prepared. "Well, why didn't you stop me? Let's hear what you've got." Richard went over to the piano and played "Strummin' Song." Walt listened, and after it was finished quietly pondered the idea for a few seconds and said, "That'll work" – his highest compliment they soon learned. Not only was "Strummin' Song" used in *The Horsemasters*, the brothers were asked to submit songs for the film Walt had described that day as well – *The Parent Trap*.

Within several weeks the brothers had written five songs for various projects in production with two more in the works, but had no real deal with the studio. During one particular meeting, Walt reached over to a shelf and removed a book with a red cover. He turned to the brothers and said, "Ever hear of Mary Poppins?" After the meeting, the young songwriters were spinning with ideas. They wanted to change the time period to 1910, and they took six chapters from the book and joined them into a single storyline. The book itself had no cohesive storyline, as it was just a series of various adventures. Within a few weeks, they had a collection of song sketches attached to their story and met with Walt. He was very impressed, "You think story and that's good." Then he leaned back in his chair and said, "Sing me that 'Bird Woman' song again." After the song was over Walt remained silent for a moment, then said, "That's what the story is all about." The brothers smiled; Walt got their message. He walked across the room and sat at the edge of his sofa. He leafed through the story notes and music score the brothers had prepared and with a wry smile said, "Don't forget to stipulate the seven songs we've already taken when they write up your contract." Contract? At that moment Walt Disney signed his first and only staff songwriters.

The Shermans were then teamed up with Don DaGradi to create a single story out of the many Mary Poppins books. As the team worked on several other unrelated films, they continued working on "The Poppins Project" under the guidance of Walt. Once a cohesive story and a collection of songs met with Walt's approval, Walt once again approached P.L. Travers on getting the film rights. This time, Mrs. Travers finally agreed to come out to the studio and see what had been done – with the idea that if she liked what she saw, she may give the okay for the film.

In 1961, P.L. Travers, Don DaGradi, Richard and Robert Sherman all gathered at the studio. For many long days, these four people sat in the Sherman's crowded office hammering out the minutest details. Don, Richard and Robert would tell their version of the story, the Shermans would play their songs, and Mrs. Travers would sound off, disapprove, and expound on the ideas she created for her beloved character. It was a very difficult experience. Fortunately for us, a good portion of this meeting was recorded on tape. On Disc 3, we have included excerpts from the six hours of recorded material from that incredible series of meetings. A little over 50 years later, those story meetings were brought to life again when they were re-enacted on the silver screen in the critically lauded 2013 Disney film *Saving Mr. Banks*.

Seeing that *Mary Poppins* was going to be a full-blown musical, the Shermans wanted someone from The Great White Way to orchestrate their score in a Broadway style. Walt immediately signed Irwin Kostal, who had recently won the Oscar® for his work on *West Side Story* – and would later go on to score *The Sound of Music*, *Chitty-Chitty Bang Bang*, and *Bedknobs and Broomsticks*. Mr. Kostal's incredible arrangements created a musical texture that is as instantly identifiable as Mary Poppins herself. In fact, they are considered some of the finest arrangements ever put to paper and are still a subject of study in musical arrangement classes throughout the world. As you listen to this Academy Award®-winning score, you can hear for yourself the sheer genius of his orchestrations – from the twelve glockenspiels to give the carousel life in the "Jolly Holiday" sequence, to the use of six cellos and six violas to achieve the soothing and hypnotic sound in "Stay Awake." His musical counterpoint of "A Spoonful of Sugar" and "Jolly Holiday" in the Horse Race sequence is truly inspired and is one of Robert Sherman's favorite musical moments.

Mary Poppins was Walt's masterpiece on film. Everything he had created to that point – animation, music, live action, special effects, were all leading to this point. After the premiere, Walt received a letter from one of Hollywood's founding fathers and master producer Samuel Goldwyn, dated September 11, 1964, which read:

"Once in a lifetime – and only once – a picture comes along which cannot be compared to any other and to which no other can be compared.

A picture which writes a new page in motion picture history. A picture which has such universal appeal that it is pure delight to Father, Mother, Children, Grandparents, and Grandchildren – it makes no difference who.

You have made it – *Mary Poppins*"

Time has proven those statements to be just as valid today as they were when Mr. Goldwyn wrote them nearly 50 years ago.

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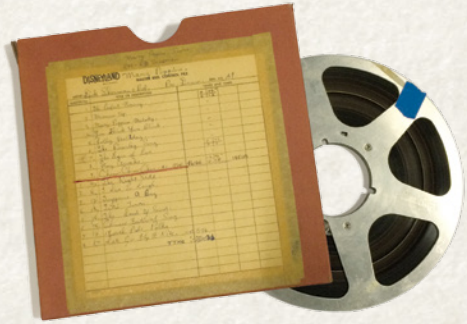
The Soundtrack History

The *Mary Poppins* soundtrack was released in 1964 (BV 4025) with the film and contained only the songs. In fact, special endings and musical bridges were specifically recorded for the album so the songs could be re-edited to showcase the vocal elements without the long instrumental passages that underscored the film. This was a common practice in those days, as the general rule-of-thumb was that the average listener would be bored in these passages. With that, "A Spoonful of Sugar," "Jolly Holiday" and "Step in Time" had large instrumental sections removed. This album broke all records and remained in the Top 10 of the Billboard Chart for an unprecedented number of weeks.

In 1987, I was hired as the Department Clerk in Product Development for Walt Disney Records. As part of my duties, I was to maintain the Master Tape vault. This was an absolute treat, for now I was in charge of all the masters of all the albums I grew up with. On occasion, I would periodically go through these tapes and play them. One day, I came across an unusually marked tape. It was labeled "Mary Poppins Pre-Demo." What I heard were indeed the songs from *Mary Poppins*, but there were other songs on the tape that I didn't recognize. In addition, the songs were performed by two men with only a piano for accompaniment. I soon realized that these "two men" were none other than the composers themselves – Richard and Robert Sherman. "What a neat little treasure," I thought, and I returned the tape to its place on the shelf.

At that time, compact discs were new and we were preparing the material for what would be our second and third CD releases – *The Disney Collection* Volumes 1 and 2 (our first release was Irwin Kostal's digital recording of *Fantasia*). One of my first assignments was to listen to all the transfers of the songs for *The Disney Collection* to see if I heard any flaws in the recordings and identify them. I was particularly amazed at how great the songs from *Mary Poppins* sounded. Not too long after that, I was out in the vault with Ron Kidd, then Director of Product Development. I mentioned how great the recent CD releases of *The Disney Collection* sounded – in particular the *Mary Poppins* material. It was then that I suggested digitally restoring and remixing the *Mary Poppins* soundtrack for compact disc. Ron loved the idea, as *Mary Poppins* is one of his favorite films, but he told me that the record company had just re-released the album on cassette and vinyl (BV 5005) and it didn't do very well in the marketplace. I stressed that it would not be the same, that we should go back and remix the album from the original elements as they had done for *The Disney Collection* and, to my knowledge, no one had digitally remixed and restored a soundtrack album for compact disc. Ron was already convinced, but he said that it was an unusual risk as no one had done it before and that we would need something special to really get the go ahead for such a project. I reached over and pulled the "Mary Poppins Pre-Demo" from the shelf, "Does anyone know that this is here?" Ron's jaw dropped as I explained what the tape was.



It turns out that no one knew that the tape still existed. A subsequent call to the Sherman Brothers revealed that even they thought it was lost over twenty-five years previous. By February 1989, Ron was in the studio with Richard and Robert Sherman, as well as Irwin Kostal, mixing and mastering the first CD release of the *Mary Poppins* soundtrack (CD- 016). Though they were able to include all the instrumental bridges that were removed, as I mentioned above, this project was still an experiment and some limitations were still imposed. Two of the sacrifices were the underscore and the six-minute dance sequence in "Step in Time."

By 1997 I had become Senior Producer with over 12 soundtrack restorations under my belt, and I was given the opportunity to revisit the *Mary Poppins* soundtrack (60615). Though I was able to restore the six minutes of "Step in Time," the underscore was still out of reach. However, I knew that in a mere seven years it would be *Mary Poppins 40th Anniversary*, and I just might be able to revisit this soundtrack yet again. Then in 2000, I was given a wonderful opportunity. I was commissioned by the Disney family to restore a 17 hour recorded interview that Walt had done for his daughter's book – *The Story of Walt Disney*. This restored interview was to be used in the film *Walt: The Man Behind the Myth*. When Richard Sherman – who by now had become a close friend – heard what I had done, he told me of a recording that I might find interesting. A couple of days later, he showed up at my office with six 1/4" tapes – they were the *Mary Poppins* story meetings. I soon went to work restoring all these recordings. For the CD, I edited the six plus hours of discussion down to about 46 minutes – making sure to preserve the story arc by only removing a few tangents and repeat conversations. Seeing that Richard had these reels tucked away in his files, I gave the Walt Disney Archives a copy of the 6 CD set for their files. As it turns out, copies of that set became of great use when production on *Saving Mr. Banks* began just a few years later.

For the soundtrack, those story meeting recordings were all I needed and before I knew it, I was ordering the original three-track orchestra session recordings and building the *Mary Poppins* soundtrack I had dreamed of 15 years earlier.

With the songs already mixed, for the most part, I focused on the score. Knowing that several of the songs were edited together for the previous releases, I would now have to re-edit them to include the score. An example of this would be "The Pavement Artist." The track appeared on the previous CD, it begins with a version of "Chim Chim Cher-ee." But there is no real ending to the cue. The reprise of the track, that occurs when the rain begins to wash away the chalk drawings at the end of the "Jolly Holiday" sequence, was edited on to "The Pavement Artist" track to conclude the "Chim Chim Cher-ee" melody. Now, for this release, the track flows more like the film and leads into the "Jolly Holiday" sequence, and the reprise has returned to its rightful place after "Supercalifragilisticexpialidocious." Also by going back to the original recording sessions, I was able to include sections of score that were edited out of the film for timing reasons. For example, when we first meet Bert as the One Man Band, we come in nearly halfway through his rendition of "Jolly Holiday." However, the entire cue was recorded by the "Band" and is included here in its entirety. The same holds true for the carousel music that comes in after the Penguin Dance – there was more recorded than was ultimately used in the film. There are instances like this throughout this new soundtrack. In all, this version of the *Mary Poppins* soundtrack is the most complete edition that has ever been released.

In celebration of *Mary Poppins'* 50th Anniversary, and the launch of Walt Disney Records' Legacy Collection, we present an even more aural history for you. On Disc 2 you will hear the pre-demo recordings of those songs immortalized in the film – all from that reel I found 26 years ago. It's fascinating listening when you realize that at the time Richard and Robert recorded them, no one knew if the Poppins Project would even happen, let alone that these songs would become timeless classics.

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Some of these familiar songs have interesting stories themselves. For example, what is listed as "The Pearly Song" is actually what we know today as "Supercalifragilisticexpialidocious." Originally, the Shermans thought the word was deliberate double-talk and not suitable for a song title. But Walt felt differently, not only should "Supercalifragilisticexpialidocious" be brought home by the Banks children, it should go home with the audience as well. So "The Pearly Song" became "Supercalifragilisticexpialidocious" – and is now included in countless dictionaries and considered part of the English language.

"Chim Chim Cher-ee" was inspired by a sketch of a little Chimney Sweep Don DaGradi doodled during an early Poppins story meeting. Turning to his brother, Robert remarked in a musical tempo: "One Chimney, Two Chimney, Three Chimney Sweep," and soon the song was born. However, you may notice the pre-demo version "feels" different than what you may be familiar with. That's due to the fact it was originally composed in a strictly minor key. Richard Sherman felt something was not quite right, and as he continued to work on the melody, he reharmonized it as to not be strictly minor (it shifts into a major key at times) which eventually led to the Academy Award® winning song we know today.

"Feed the Birds" (originally titled "Tuppence a Bag") was one of the first songs the Shermans had written for *Mary Poppins*, and it was directly inspired by a story in Mrs. Travers' books. At Walt's suggestion, the title was changed to "Feed the Birds (Tuppence a Bag)" which was the only thing altered from the original composition. It's now widely known that "Feed the Birds" was Walt's favorite song. The meaning and emotion clearly were part of Walt's own philosophy – that it doesn't take much to give that little extra something to be a better person for a better world. During production, and even after, the Shermans would be invited to Walt's office on many a Friday afternoon. They'd discuss projects they were working on or the events of the day. Then, at some point, Walt would turn to Richard and say, "Play it." After Walt passed away, there were many Friday afternoons Richard would go into Walt's office and play it for him. This pre-demo recording accurately represents what Walt heard on those Friday afternoons – just Richard Sherman and a piano.

You may notice there isn't a pre-demo version of "A Spoonful of Sugar." You see, at the time the pre-demo was recorded, this song (as well as many others such as "The Life I Lead," "Fidelity Fiduciary Bank" and "Sister Suffragette") had not yet been written.

Instead, the Sherman Brothers composed a lovely ballad for Mary titled "The Eyes of Love." However, when Julie Andrews was brought on board, she felt "The Eyes of Love" wasn't "Poppins-ish" enough.

So, "The Eyes of Love" was out, and now the Shermans needed a new song, and quickly. Both the brothers went home perplexed. As Robert was pondering the situation, his son Jeff returned home from school. When Robert asked how his day went, Jeff told him he had received his Salk vaccine that day. "Did it hurt?" he asked Jeff. "No, they just put it in a lump of sugar and we ate it like candy." A spark ignited in Robert and the next day at the office, he asked Richard, "What do you think of this title… a spoonful of sugar helps the medicine go down?" to which Richard replied, "That's the weirdest thing I ever heard!" Then he stopped. "Wait! That's a great way to say through the eyes of

love." As he continued to pace around the office, it percolated in his mind. Then, remembering when Mary wants the children to go to sleep, she sings "Stay Awake," and the gears in his imagination began to spin, "and every time Mary sings the word DOWN, we go UP with the music… that's Mary Poppins-ish!" Thus, the song (which essentially became Mary's theme) was born.

When "The Eyes of Love" was dropped, it became what we've come to call a "Lost Chord" – a song composed for a Disney film that, for one reason or another, ended up going unused. Interestingly, discovering the *Mary Poppins* pre-demo started a tradition for me. For each soundtrack I was fortunate enough to restore, I tried to include at least one corresponding Lost Chord. After all, these lost gems were composed by the great Disney composers. They also provide a brief glimpse into a classic film's evolution allowing you to imagine these preliminary and early sequences.

Disney historian and author, Russell Schroeder, went even further to unearth these songs by delving into Disney's Animation Research Library and the Disney Music Library. He dug through the original music lead sheets and self-published two volumes of *Disney's Lost Chords* where he not only presents the piano scores, but also describes their intended purpose and accompanying artwork. At Walt Disney Records, I've been privileged to produce several albums thus far on The Lost Chords – songs from *The Aristocats*, *The Rescuers*, *Peter Pan*, and *Cinderella*. As with the songs from *The Aristocats*, for *Mary Poppins*, we worked closely with Richard Sherman. He was with us during a great deal of the recording sessions and was instrumental in working with the vocalists. It was our main goal to record these songs exactly the way both Richard and Robert originally intended. It's certainly is an incredible honor to be a part of bringing these legendary composers works to light. As with any artist, each piece of work is a personal expression – their hearts and souls are poured into every aspect. And when a song isn't used for some reason, it surely must have hurt. But, what's best for the film is what comes before all.

We present here, seven of the Lost Chords of *Mary Poppins*. Along with the original pre-demos and demos, we have fully orchestrated and recorded new versions in the way that may have been done were the songs included in the film. We've asked Russell Schroeder to write the liner notes for these Lost Chords along with whatever art was found and/or created for those sequences.

As you listen to these pre-demos, you will notice many changes between those and the new recordings. These demos were only intended as notes for Richard and Robert during the earliest stages of production. Since then, months and (in some cases) years of perfecting every aspect of these works, they have become more polished.

These new recordings are a result of the Sherman Brothers' on-going creative process.

We end disc two with a bonus track – the album version of the "Mary Poppins Overture." In the film, the Main Title doesn't have an ending, but transitions into "The One Man Band." For the original vinyl release of 1964, Irwin Kostal recorded a special ending for the "Overture" that we are pleased to present for the first time in nearly 50 years.

Randy Thornton
Restoration Producer

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The Lost Chords

Mary Poppins proceeded into development in much the same way Walt's earlier classic animated features had been fashioned – through visual inspiration and song moments. In fact its early core development team consisted simply of Walt, story artist Don DaGradi, and the Sherman Brothers. And mirroring the creative process of those earlier classics, many situations were explored and then replaced by something even better. As a result, over thirty songs were composed for characters or story points and then revised or abandoned – the prime consideration always being what would work best for a cinematic re-telling of the Poppins story. The final number of songs appearing in the film was thirteen, that number's unlucky stigma proving false when sheet music and recording sales soared for the captivating score, and it was honored with both GRAMMY® and Academy Awards®.

Original Lost Chords concept art.
Top: Admiral Boom. Middle and bottom: The Chimpanzoo.
Illustrations by Walt Disney Studios Artists
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Walt Disney Records is pleased to present seven of those deleted *Mary Poppins* songs in both their original demo form and in newly recorded versions, as part of their The Lost Chords series of albums. As in the previous albums released, the new recordings have been arranged with the objective to make them sound as if they had been created at the time of the original film's release, rather than trying to impose a contemporary pop style for the numbers. And as with *The Aristocats* album for the The Lost Chords series, Walt Disney Records is once again indebted to Richard M. Sherman for the generous advice and assistance he provided in making these new recordings and for helping to ensure that these tuneful and engaging "lost" song moments may be given new life, providing pleasure and appreciation of the creative process involved in crafting this timeless, classic film.

Mary Poppins Melody (A Name's a Name)

In addition to expressing an aspect of Mary Poppins' philosophy, the Shermans felt this song could serve as a theme for Mary, one which could also be used as part of the film's underscore to signal Mary's presence. Another song, "Stay Awake" was composed as a counter melody to this song, and although "Mary Poppins Melody" was eventually shelved, "Stay Awake" remained, becoming one of the film's many song highlights. In homage to that earlier approach, the "Stay Awake" melody provides the bridge section of this new recording. Another sequence within this song has Mary Poppins' mirrored reflection singing the melody backwards. It was the basis of the similar mirror sequence in "A Spoonful of Sugar."

Admiral Boom

Admiral Boom has retained the trappings of his years at sea by living in a house fitted out like a sailing ship, complete with a roof resembling a ship's upper deck and two sailors, Mr. Binnacle and Mr. Barnacle, as mates. The presence of these two shipmates may be seen in early inspirational art and for singing parts within the "Admiral Boom" song. The two roles were finally combined into one first mate, Mr. Binnacle, and although the song eventually didn't work within the film story, Irwin Kostal, the film's music arranger, was so taken by the melody he employed it as part of the underscore for Admiral Boom's appearance. This new arrangement takes its cue from the song's original inspiration – the type of musical number that might have been composed by W.S. Gilbert and Sir Arthur Sullivan for their British operettas from the late nineteenth century.

The Right Side

One of the things the Sherman Brothers recognized was the need to justify Mary Poppins' arrival at the Banks household. This was accomplished by making the parents distant from their children, Mr. Banks being occupied with business and Mrs. Banks involved in her suffragette activities. As a result, Jane and Michael are without proper discipline and a bit mischievous and unruly. Mary Poppins' purpose is to set the children on the proper track and to make this somewhat fractured family whole. Many song moments were therefore devised in which Mary could offer the children examples of how to approach life in the right way. Mary Poppins explains the problems of "getting out of the wrong side of the bed" in this catchy song, which eventually did not find a home in the final score. But in the early 1980s, and with some revision, "The Right Side" relocated from Cherry Tree Lane to the Hundred Acre Wood for the Disney Channel series *Welcome to Pooh Corner*.

The Chimpanzoo

Michael and Jane first learn about the strange zoo in Timbuktu from this song, originally planned for Mary, Bert, and Uncle Albert to sing during the, literally, high tea at Uncle Albert's London home. When Jane and Michael begin acting up, Mary Poppins tells them they might end up in the Chimpanzoo, a place where things are topsy-turvy and the animals wander freely, observing humans who reside in cages. Walt Disney, however, felt the number was more than the sequence needed, and so the amusing and uplifting "I Love to Laugh" is the only song performed there. Taking a cue from story sketches in which the animals at the Chimpanzoo are musically talented, this recording employs those creatures for the vocals, rather than Mary Poppins or Bert. Also, when the animals play kazoos, Richard Sherman himself joins in.

The Land of Sand

One of the sequences intended for the film was a trip around the world via a magical compass. About a dozen songs were devised for this sequence before it was dropped, but several of the songs did travel, sometimes with changes, into other Disney projects. "The Land of Sand," one of those planned stops during the trip, will undoubtedly sound familiar. When Walt felt a song would strengthen the python sequence in *The Jungle Book* (1967), he suggested the story artists ask the Shermans what they could provide. The sinuous, languid melody of "The Land of Sand" became the perfect accompaniment to the sinister snake Kaa's attempt to convince Mowgli to "Trust in Me."

North Pole Polka

Quite a bit of development work had been done for *Mary Poppins*, but unbeknownst to the Sherman Brothers, the Studio had not yet obtained the final motion picture rights from author P.L. Travers. When her approval seemed uncertain, the Shermans feared all their work had been in vain. Walt Disney assured the brothers he had another magical property – *Bedknobs and Broomsticks* – standing by, for which many of the Poppins numbers could be used. Even though that alternative approach wasn't required, when "The North Pole Polka" was no longer needed for *Mary Poppins*, the song was revised for *Bedknobs and Broomsticks* (1971), only to be dropped from that film also. One *Mary Poppins* song from the around the world sequence, however, did successfully make it into *Bedknobs and Broomsticks* – "The Beautiful Briny." In creating this new recording, Richard Sherman decided to take the best of the *Mary Poppins* lyrics and combine them with lyric elements from the *Bedknobs and Broomsticks* revision. And as originally planned for the film, it is the animals from the North Pole who perform the number.

The Eyes of Love

Not only for its heartfelt message, but also for its lovely melody, the Shermans were sure they had come up with the ideal signature song for Mary Poppins. However when Julie Andrews, who was slated to portray Mary, first heard the planned song score, she mentioned to Walt Disney in an aside that she liked everything except "The Eyes of Love." She didn't feel it was suitable as a recurring theme for Mary. It simply lacked the necessary snap for the Poppins character. Greatly disappointed, the Shermans searched for another approach, the happy result being the creation of "A Spoonful of Sugar," the perfect melody to recur as part of the underscore and a delightful song routine for the enchanting cleaning up the nursery sequence.

Russell Schroeder
Mr. Schroeder worked as an artist for The Walt Disney Company for twenty-nine years. In addition to *Disney's The Lost Chords Volumes 1 & 2*, Russell authored several other books including *Disney: The Ultimate Visual Guide*, and *Mickey Mouse: My Life in Pictures*.

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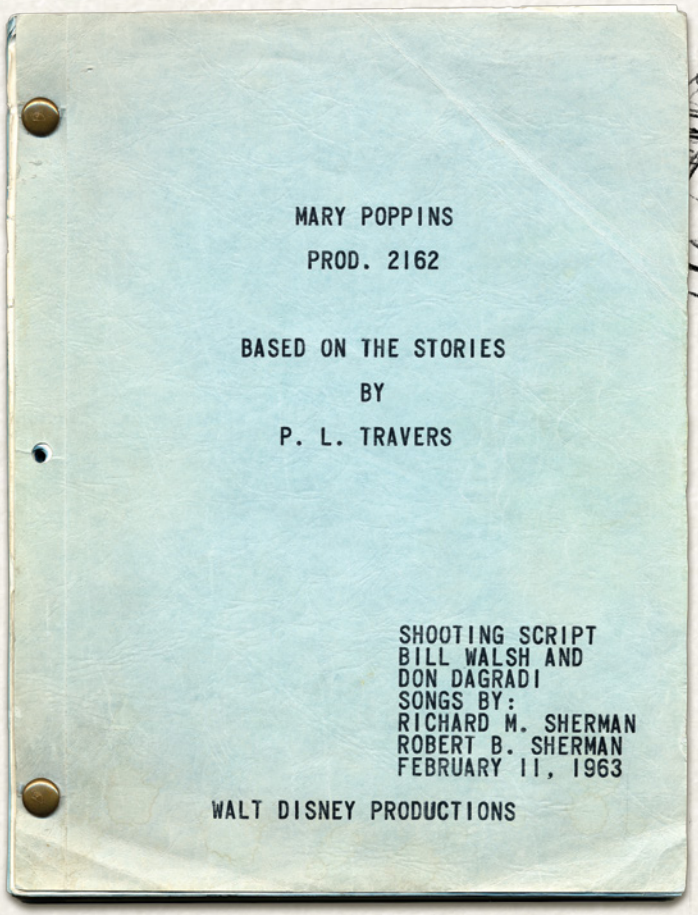
The Mary Poppins Story Meeting Excerpts

Before Mrs. Travers signed over the film rights to her beloved character, she flew out to The Walt Disney Studio and had a series of story meetings to discuss the outline and songs that Walt, the Sherman Brothers, and Don DaGradi had prepared. In 1961 for many long days, Mrs. Travers, Richard and Robert Sherman, and Don DaGradi sat in the Shermans' office on the third floor of the Animation Building and discussed this very first outline of the proposed *Mary Poppins* film.



NO! NO! NO!
CANT DO THAT!
IT MUST BE VERY CORRECT!
ARE WE ON TAPE?
OH
WELL THEN..
THEN T.S. ELIOT SAID"...
"AND ANOTHER PHILOSOPHER WHOM YOU ALL KNOW, WHO ARGUED WITH ME FOR DAYS AND I FINALLY CONVINCED HIM, SAID.....
I'M MRS BANKS?
LET'S DANCE AGAIN NOW!
..WE WANT TO DO JUSTICE IN SOME WAY TO THIS... WONDERFUL ..PILE... OF.. .. BOOKS.. ..ER..A..

Some of Don DaGradi's sketches from the *Mary Poppins* Story Meetings, courtesy of Richard Sherman.

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These sketches highlight the visual development that went into making the film. The characters start to become recognizable in the story sketches and the locations begin to take shape.
Illustrations by Walt Disney Studios Artists

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DISC ONE

1. BUENA VISTA FANFARE
2. OVERTURE
3. ONE MAN BAND
4. SISTER SUFFRAGETTE
Performed by Glynis Johns, Hermione Baddeley and Reta Shaw
5. THE LIFE I LEAD
Performed by David Tomlinson
6. THE PERFECT NANNY
Performed by Karen Dotrice and Matthew Garber
7. AIR MAIL • ADMIRAL BOOM THE NOT-SO-PERFECT NANNIES MARY POPPINS ARRIVES
8. A SPOONFUL OF SUGAR
Performed by Julie Andrews
Whistling: Julie Andrews
9. PAVEMENT ARTIST
Performed by Dick Van Dyke
10. JOLLY HOLIDAY
Performed by Julie Andrews and Dick Van Dyke
Additional Vocals: Bill Lee, Ginny Tyler, Paul Frees, Marc Breaux, Marni Nixon and Thurl Ravenscroft
11. JOLLY HOLIDAY (REPRISE)
Performed by Julie Andrews and Dick Van Dyke
Penguin Waiters: Daws Butler, Peter Ellenshaw, Dal McKennon, J. Pat O'Malley, Richard Sherman and David Tomlinson
Kazoo: Richard Sherman
12. PENGUIN DANCE
Belly Slap Soft Shoe: Irwin Kostal
Kazoo: Richard Sherman
13. THE CAROUSEL HORSES
14. SUPERCALIFRAGILISTICEXPIALIDOCIOUS
Performed by Julie Andrews and Dick Van Dyke
Pearly Chorus: Richard Sherman, Julie Andrews and J. Pat O'Malley
15. PAVEMENT ARTIST (REPRISE)
Performed by Dick Van Dyke
16. STAY AWAKE
Performed by Julie Andrews
17. TROUBLE AT UNCLE ALBERT'S
18. I LOVE TO LAUGH
Performed by Ed Wynn, Julie Andrews and Dick Van Dyke
19. A BRITISH BANK (THE LIFE I LEAD)
Performed by David Tomlinson and Julie Andrews
20. FEED THE BIRDS (TUPPENCE A BAG)
Performed by Julie Andrews
21. FATHER'S FOOTSTEPS
22. FIDELITY FIDUCIARY BANK
Performed by David Tomlinson and "Navckid Keyd"
Banker Chorus: Arthur Malet, Bill Lee, Thurl Ravenscroft, Allan Davies and William R. Cole
23. PANIC AT THE BANK
24. CHIM CHIM CHER-EE • MARCH OVER THE ROOFTOPS
Performed by Dick Van Dyke, Julie Andrews, Karen Dotrice and Matthew Garber
25. STEP IN TIME
Performed by Dick Van Dyke, The Chimney Sweep Chorus and Cast
26. A MAN HAS DREAMS (THE LIFE I LEAD/ A SPOONFUL OF SUGAR)
Performed by David Tomlinson and Dick Van Dyke
27. MR. BANKS IS DISCHARGED
28. LET'S GO FLY A KITE
Performed by David Tomlinson, Dick Van Dyke and the Londoners

DISC TWO

PRE-DEMOS

1. THE PERFECT NANNY
Performed by Richard M. Sherman and Robert B. Sherman
2. JOLLY HOLIDAY
Performed by Richard M. Sherman and Robert B. Sherman
3. THE PEARLY SONG [SUPERCALIFRAGILISTICEXPIALIDOCIOUS]
Performed by Richard M. Sherman
4. STAY AWAKE
Performed by Richard M. Sherman
5. CHIM CHIM CHER-EE
Performed by Richard M. Sherman and Robert B. Sherman
6. I LOVE TO LAUGH
Performed by Richard M. Sherman
7. TUPPENCE A BAG [FEED THE BIRDS (TUPPENCE A BAG)]
Performed by Richard M. Sherman
8. LET'S GO FLY A KITE
Performed by Richard M. Sherman

THE LOST CHORDS OF MARY POPPINS

9. MARY POPPINS MELODY *Pre-Demo*
Performed by Richard M. Sherman and Robert B. Sherman
10. MARY POPPINS MELODY
Performed by Kate Higgins
11. ADMIRAL BOOM *Demo*
Performed by Richard M. Sherman
12. ADMIRAL BOOM
Performed by Randy Crenshaw, Jeff Gunn and Dennis Kyle
13. THE RIGHT SIDE *Pre-Demo*
Performed by Richard M. Sherman and Robert B. Sherman
14. THE RIGHT SIDE
Performed by Juliana Hansen
15. THE CHIMPANZOO *Demo*
Performed by Richard M. Sherman
16. THE CHIMPANZOO
Performed by Bob Joyce, Jeff Gunn, Randy Crenshaw and Dennis Kyle
17. THE LAND OF SAND *Pre-Demo*
Performed by Richard M. Sherman and Robert B. Sherman
18. THE LAND OF SAND
Performed by Kate Higgins, Juliana Hansen, Jeff Gunn and Bob Joyce
19. THE NORTH POLE POLKA *Pre-Demo*
Performed by Richard M. Sherman
20. THE NORTH POLE POLKA
Performed by Jeff Gunn, Bob Joyce, Richard M. Sherman, Kate Higgins and Randy Crenshaw
21. THE EYES OF LOVE *Pre-Demo*
Performed by Richard M. Sherman
22. THE EYES OF LOVE
Performed by Juliana Hansen

BONUS TRACK

23. OVERTURE *Album Version*

DISC THREE

1. CHERRY TREE LANE
2. MR. BANKS DECIDED TO HIRE A NANNY HIMSELF
3. THE CHILDREN WRITE THEIR OWN ADVERTISEMENT
4. THE LINE OF APPLICANTS AND MARY POPPINS ARRIVES
5. NOTES ON MARY MEETING THE BANKS
6. UP TO THE NURSERY
7. BERT AND THE TALKING PICTURES
8. A CAROUSEL HORSE RIDE TO THE SEASHORE
9. THE RETURN HOME
10. THE NEXT MORNING WE MEET THE SWEEP
11. UNCLE ALBERT'S
12. A CHANGE IN THE WIND AND AN ADVENTURE WITH ADMIRAL BOOM
13. THE BIRD WOMAN
14. MR. BANKS AND THE COMPASS
15. THE COMPASS SEQUENCE: TIMBUKTU
16. THE COMPASS SEQUENCE: THE LAND OF SAND
17. THE COMPASS SEQUENCE: TEA IN CHINA
18. THE COMPASS SEQUENCE: THE NORTH POLE
19. THE RETURN HOME
20. EVERYONE DESCENDS ON CHERRY TREE LANE
21. MARY DEPARTS
22. HOLLYWOOD SPOTLIGHT MICROPHONE
23. THE SHERMAN BROTHERS REMINISCE ABOUT THEIR WORK ON *MARY POPPINS*

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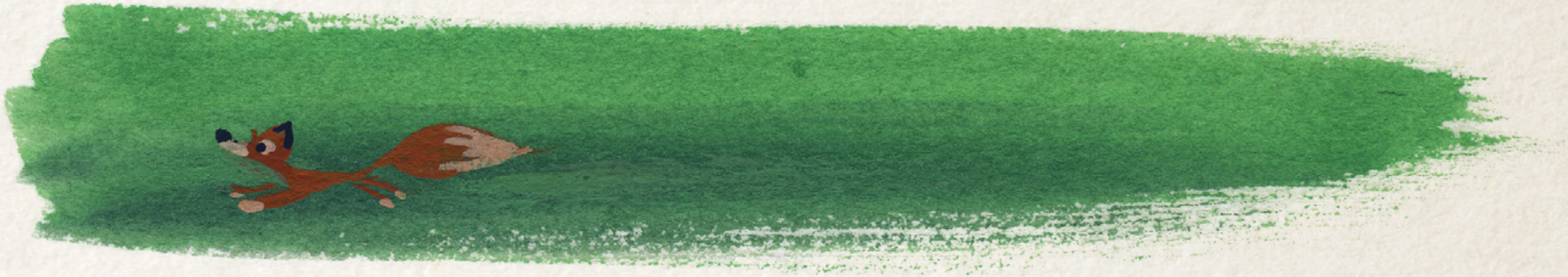

Disc One

"Buena Vista Fanfare"
Music by Irwin Kostal
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Original Songs Music and Lyrics by Richard M. Sherman
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Original Score by Richard M. Sherman and Robert B. Sherman
Except Tracks 2, 5, 7, 9 - 13, 15, 19, 25 and 27:
Music by Richard M. Sherman, Robert B. Sherman and Irwin Kostal
Arranged and Conducted by Irwin Kostal
Recorded between April 12, 1963 and December 20, 1963
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Restoration Producer: Randy Thornton
Associate Producer: Ron Kidd and Ted Kryczko
The Sherman Brothers Reminisce Produced by Ted Kryczko
Restoration and Mastering: Jeff Sheridan
Edited by Randy Thornton
Songs Digitally Mixed by Shawn Murphy, Bruce Botnick and Jeff Sheridan
Research by Jack Wadsworth and Randy Thornton
Liner Notes by Randy Thornton

Disc Two

All Songs Music and Lyrics by Richard M. Sherman and Robert B. Sherman
Except Track 23: Music by Richard M. Sherman, Robert B. Sherman
and Irwin Kostal
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The Lost Chords of *Mary Poppins* Produced by Randy Thornton
Recorded Mixed and Mastered by Jeff Sheridan
Arrangements by Jerry Cleveland
The Lost Chords Liner Notes by Russell Schroeder

Disc Three

Mary Poppins Story Meetings
Between April 5th and April 10th of 1961, Mrs. Travers, Richard and Robert Sherman, and Don DaGradi sat in the Shermans' office on the third floor of the Animation Building and discussed the very first outline of the proposed *Mary Poppins* film. Presented here are excerpts from those historic meetings.

Hollywood Spotlight Microphone
Dick Tufeld interviews the stars, composers and musical director for *Mary Poppins* (c. 1964)
Julie Andrews, Dick Van Dyke, Richard M. Sherman, Robert B. Sherman and Irwin Kostal

The Sherman Brothers Reminisce About Their Work on *Mary Poppins*
Recorded in Richard Sherman's home February 1989. Includes the complete demo recordings of: "Chim Chim Cher-ee," "Let's Go Fly a Kite," "The Eyes of Love" and "Feed the Birds (Tuppence a Bag)."

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Screenplay by Bill Walsh and Don DaGradi
Based on the Mary Poppins books by P. L. Travers
Co-producer: Bill Walsh
Directed by Robert Stevenson
Music and Lyrics by Richard M. Sherman and
Robert B. Sherman
Music Arranged and Conducted by Irwin Kostal

Special Thanks: Richard M. Sherman, Robert B. Sherman,
Irwin Kostal, Les Perkins, Stacia Martin and Mr. Hensley

Creative Direction: Dave Snow and Steve Gerdes
Package Design: Steve Gerdes
Original Paintings and Illustrations: Lorelay Bové

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